

UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION

-----X
In re:
CIRCUIT CITY STORES, INC., et al., : Chapter 11
: Case No. 08-35653 (KRH)
Debtors. : (Jointly Administered)
-----X

Court ID (Court use only) _____

NOTICE OF TRANSFER OF CLAIM OTHER THAN FOR SECURITY

A CLAIM HAS BEEN FILED IN THIS CASE or deemed filed under 11 U.S.C. § 1111 (a).
Transferee hereby gives notice pursuant to Rule 3001 (e)(2), Fed. R. Bankr. P., of the transfer,
other than for security, of the claim referenced in this notice.

CREDIT SUISSE INTERNATIONAL

Name of Transferee

AUDIOVOX CORPORATION

Name of Transferor

Name and Address where notices to Transferee
should be sent:

Court Record Address of Transferor (Court
Use Only):

Address: 11 Madison Avenue, 5th Floor
New York, NY 10010
Telephone: (212) 325-2175
Email: Gil.Golan@credit-suisse.com
Facsimile: (212) 743-4953
Attention: Gil Golan

Name and Address where Transferee payments
Should be sent (if different from above):

Name and Current Address of Transferor:

Address: 150 Marcus Blvd.
Hauppauge, NY 11788
Telephone: (631) 436-6529
Facsimile: (631) 951-2123
Attn: Loriann Shelton
Email: lselton@audiovox.com

Court Claim # (if known): 7983
Total Claim Amount: \$5,636,579.26
Date Claim Filed: January 29, 2009

Debtor Entity: Circuit City Stores, Inc.

Attached hereto as Exhibit A is a true and correct copy of the Proof of Claims.

Attached hereto as Exhibit B is a true and correct copy of the Evidence of Transfer from Transferor to Transferee.

I declare under penalty of perjury that the information provided in this notice is true and correct to the best of my knowledge and belief.

By: **CREDIT SUISSE INTERNATIONAL** Date: March 31, 2009
Transferee/Transferee's Agent

Penalty for making a false statement: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 & 3571.

-- DEADLINE TO OBJECT TO TRANSFER --

The transferor of claim named above is advised that this Notice of Transfer of Claim Other Than for Security has been filed in the clerk's office of this court as evidence of the transfer. Objections must be filed with the court within twenty (20) days of the mailing of this notice. If no objection is timely received by the court, the transferee will be substituted as the original claimant without further order of the court.

Date: _____

CLERK OF THE COURT

EXHIBIT A

Copies of the Proof of Claims

B 10 (Official Form 10) (12/07)		PROOF OF CLAIM
UNITED STATES BANKRUPTCY COURT FOR THE EASTERN DISTRICT OF VIRGINIA		
Debtor against which claim is asserted: (Check only one box below:)		
<input checked="" type="checkbox"/> Circuit City Stores, Inc. (Case No. 08-35653)	<input type="checkbox"/> CC Distribution Company of Virginia, Inc. (Case No. 08-35659)	<input type="checkbox"/> Abbott Advertising, Inc. (Case No. 08-35665)
<input type="checkbox"/> Circuit City Stores West Coast, Inc. (Case No. 08-35654)	<input type="checkbox"/> Circuit City Stores PR, LLC (Case No. 08-35660)	<input type="checkbox"/> Maryland MN, LLC (Case No. 08-35666)
<input type="checkbox"/> InterTAN, Inc. (Case No. 08-35655)	<input type="checkbox"/> Circuit City Properties, LLC (Case No. 08-35661)	<input type="checkbox"/> Patapsco Designs, Inc. (Case No. 08-35667)
<input type="checkbox"/> Ventoux International, Inc. (Case No. 08-35656)	<input type="checkbox"/> Orbyx Electronics, LLC (Case No. 08-35662)	<input type="checkbox"/> Sley Venture Corporation (Case No. 08-35668)
<input type="checkbox"/> Circuit City Purchasing Company, LLC (Case No. 08-35657)	<input type="checkbox"/> Kinzer Technology, LLC (Case No. 08-35663)	<input type="checkbox"/> XStuff, LLC (Case No. 08-35669)
<input type="checkbox"/> CC Aviation, LLC (Case No. 08-35658)	<input type="checkbox"/> Courchevel, LLC (Case No. 08-35664)	<input type="checkbox"/> PRAHS, INC. (Case No. 08-35670)
NOTE: This form should not be used to make a claim for administrative expenses arising after the commencement of the case. A request for payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503(c).		
Name of Creditor (the person or other entity to whom the debtor owes money or property): AUDIOVOX CORPORATION		<input type="checkbox"/> Check this box to indicate that this claim amends a previously filed claim.
Name and address where notices should be sent: Rudolf J. DiMassa, Jr., Esq. Duane Morris 30 South 17th Street Philadelphia, PA 19103		Court Claim Number: _____ (If known)
Telephone number: 215-979-1506		Filed on: _____
Name and address where payment should be sent (if different from above): Telephone number: _____		<input type="checkbox"/> Check this box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars. <input type="checkbox"/> Check this box if you are the debtor or trustee in this case.
1. Amount of Claim as of Date Case Filed: \$5,636,579.26 (See attached) If all or part of your claim is secured, complete item 4 below; however, if all of your claim is unsecured, do not complete item 4. If all or part of your claim is entitled to priority, complete item 5. <input type="checkbox"/> Check this box if claim includes interest or other charges in addition to the principal amount of claim. Attach itemized statement of interest or charges.		5. Amount of Claim Entitled to Priority under 11 U.S.C. § 507(a). If any portion of your claim falls in one of the following categories, check the box and state the amount. Specify the priority of the claim. <input type="checkbox"/> Domestic support obligations under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B). <input type="checkbox"/> Wages, salaries, or commissions (up to \$10,950*) earned within 180 days before filing of the bankruptcy petition or cessation of the debtors business, whichever is earlier — 11 U.S.C. § 507(a)(4). <input type="checkbox"/> Contributions to an employee benefit plan — 11 U.S.C. § 507(a)(5). <input type="checkbox"/> Up to \$2,425* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use — 11 U.S.C. § 507(a)(7). <input type="checkbox"/> Taxes or penalties owed to governmental units — 11 U.S.C. § 507(a)(8). <input type="checkbox"/> Other - Specify applicable paragraph of 11 U.S.C. § 507(a)().
2. Basis for Claim: Goods Sold and Delivered (See attached) (See instruction #2 on reverse side.)		Amount entitled to priority: \$ _____
3. Last four digits of any number by which creditor identifies debtor: 1122 3a. Debtor may have scheduled account as: _____ (See instruction #3a on reverse side.)		*Amounts are subject to adjustment on 4/1/10 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment
4. Secured Claim (See instruction #4 on reverse side.) Check the appropriate box if your claim is secured by a lien on property or a right of setoff and provide the requested information. Nature of property or right of setoff: <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other Describe: _____ Value of Property: \$ _____ Amount of arrearage and other charges as of time case filed included in secured claim, if any: \$ _____ Amount of Secured Claim: \$ _____ Amount Unsecured: \$ _____		
6. Credits: The amount of all payments on this claim has been credited for the purpose of making this proof of claim. 7. Documents: Attach redacted copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements or running accounts, contracts, judgments, mortgages, and security agreements. You may also attach a summary. Attach redacted copies of documents providing evidence of perfection of a security interest. You may also attach a summary. (See definition of "redacted" on reverse side.) DO NOT SEND ORIGINAL DOCUMENTS. ATTACHED DOCUMENTS MAY BE DESTROYED AFTER SCANNING. If the documents are not available, please explain: _____		
Date: 1/27/09 Signature: the person filing this claim must sign it. Sign and print name and title, if any, of the creditor or other person authorized to file this claim and state address and telephone number if different from the notice address above. Attach copy of power of attorney, if any. Loriam Shelton, Sr. V.P.		FOR COURT USE ONLY RECEIVED JAN 29 2009 KURTZMAN CARLSON CONSULTANTS

Penalty for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571.

ADDENDUM TO PROOF OF CLAIM OF AUDIOVOX CORPORATION

1. This addendum is made in connection with the attached Proof of Claim of Audiovox Corporation (the "Proof of Claim").

2. Audiovox Corporation ("Audiovox" or the "Claimant") is a corporation headquartered in the State of Delaware, with an address of 180 Marcus Boulevard, Hauppauge, New York.

3. Circuit City Stores, Inc. ("Circuit City") is a corporation headquartered in the Commonwealth of Virginia, with an address of 9950 Mayland Drive, Richmond, Virginia.

FACTUAL BACKGROUND

4. On November 10, 2008 (the "Petition Date"), Circuit City (collectively, with its affiliated debtors, the "Debtors") filed voluntary petitions for relief under Chapter 11 of title 11 of the United States Code (the "Bankruptcy Code") in the United States Bankruptcy Court for the Eastern District of Virginia (the "Court").

5. Prior to the Petition Date, Audiovox sold certain goods to the Debtors, as reflected in a series of invoices aggregating \$5,495,419.91 (collectively, the "Invoices").

6. Despite Audiovox's repeated demands prior to the Petition Date, the Invoices, in the total amount of \$5,495,419.91, remain unpaid.

7. Circuit City became further indebted to Audiovox on account of certain chargebacks in the aggregate amount of \$141,159.35 (the "Chargebacks").

THE CLAIM

8. In light of Circuit City's failure to pay Audiovox on account of the unpaid Invoices and Chargebacks, Audiovox, as of the Petition Date, held a prepetition claim against the Debtors' estate in the amount of \$5,636,579.26.

9. Accordingly, Audiovox asserts a claim in the aggregate amount of \$5,636,579.26 as of the Petition Date.

RESERVATION OF RIGHTS

10. Claimant has sought reclamation of goods pursuant to, *inter alia*, 11 U.S.C. § 546(c), as well as payment of an administrative expense claim pursuant to, *inter alia*, 11 U.S.C. § 503(b)(9) in the Debtors' bankruptcy cases but, nevertheless, files this general unsecured Proof of Claim as a prophylactic measure with a full reservation of all of its rights and remedies at law, equity or otherwise.

11. Notwithstanding anything contained in the Proof of Claim, Claimant expressly reserves and preserves all of the rights and remedies available to it under the Bankruptcy Code, including, without limitation, its rights (a) to amend and/or supplement this proof of claim and/or file additional claims (i) for administrative expenses; (ii) for interest, attorneys' fees and costs to the extent permitted by applicable law; and (iii) any other claims that the Claimant may have against the Debtors; (b) to estimate the Claim and assert additional claims if the Claim is estimated and/or liquidated; and (c) of setoff and recoupment.

12. Claimant also expressly reserves the right to amend and/or further supplement this Proof of Claim to include additional amounts and/or contingent or unliquidated claims that Claimant may have against Circuit City relating to or incidental to Circuit City's obligations under and pursuant to the Invoices or for any other reason.

13. The filing of this Proof of Claim is not intended to, nor should it be construed as (a) an election of remedies; (b) a waiver of any past, present or future default or event of default; (c) a waiver or limitation of Claimant's rights or defenses; or (d) a waiver of Claimant's claims against the Debtors or any of the Debtors' subsidiaries or affiliates.

14. This Claim is filed as a separate Claim from other claims that may be filed by or on behalf of Claimant or any of its affiliates against the Debtors and does not replace or supersede such other Claims.

NOTICES

15. All notices to Claimant relating to this Proof of Claim should be sent to Claimant as follows:

Rudolph J. Di Massa, Jr., Esquire
Matthew E. Hoffman, Esquire
Duane Morris LLP
30 South 17th Street
Philadelphia, PA 19103-4196
Telephone: 215.979-1506/1524
Facsimile: 215.979.1020

and

Larry Stopol, Esquire
Levy, Stopol & Camelo, LLP
1425 RexCorp Plaza
Uniondale, NY 11556-1425
Telephone: 516.802.7007
Facsimile: 516.802.7008

16. As the Invoices and other documents which evidence the claim detailed herein are voluminous, they are not attached to this Proof of Claim. Copies of such documents will be provided upon request and upon consent thereto by the Debtors.

EXHIBIT B

Evidence of Transfer from Transferor to Transferee

EVIDENCE OF TRANSFER OF CLAIM

TO: THE DEBTOR AND THE BANKRUPTCY COURT

For value received, the adequacy and sufficiency of which are hereby acknowledged, AUDIOVOX CORPORATION ("Assignor") hereby unconditionally and irrevocably sells, transfers and assigns to Credit Suisse International ("Assignee"), all right, title, interest, claims and causes of action in and to, or arising under or in connection with, Assignor's general unsecured claim (as such term is defined in Section 101(5) of the U.S. Bankruptcy Code) against Circuit City Stores, Inc. (the "Debtor"), one of the debtors-in-possession in the chapter 11 reorganization case entitled, Circuit City Stores, Inc., et al., Chapter 11 Case No. 08-35653 (KRH) (*Jointly Administered*), pending in the United States Bankruptcy Court for the Eastern District of Virginia, Richmond Division (the "Bankruptcy Court"), in the amount of \$5,636,579.26 (the "Claim"), with a claim number of 7983.

Assignor hereby waives any objection to the transfer of the Claim to Assignee on the books and records of the Debtor and the Bankruptcy Court, and hereby waives to the fullest extent permitted by law any notice or right to a hearing as may be prescribed by Rule 3001 of the Federal Rules of Bankruptcy Procedure, the Bankruptcy Code, applicable local bankruptcy rules or applicable law. Assignor acknowledges and understands, and hereby stipulates, that an order of the Bankruptcy Court may be entered without further notice to Assignor transferring to Assignee the Claim and recognizing the Assignee as the sole owners and holders of the Claim. Assignor further directs each Debtor, the Bankruptcy Court and all other interested parties that all further notices relating to the Claim, and all payments or distributions of money or property in respect of the Claim, shall be delivered or made to the Assignee.

IN WITNESS WHEREOF, this EVIDENCE OF TRANSFER OF CLAIM IS EXECUTED THIS 10th day of March, 2009.

ASSIGNOR:

AUDIOVOX CORPORATION

By: 

Name: Loriann Shelton

Title: Senior VP Accounting Credit

ASSIGNEE:

CREDIT SUISSE INTERNATIONAL

By: _____

Name: _____

Title: _____

By: _____

Name: _____

Title: _____

EVIDENCE OF TRANSFER OF CLAIM

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Assignor hereby waives any objection to the transfer of the Claim to Assignee on the books and records of the Debtor and the Bankruptcy Court, and hereby waives to the fullest extent permitted by law any notice or right to a hearing as may be prescribed by Rule 3001 of the Federal Rules of Bankruptcy Procedure, the Bankruptcy Code, applicable local bankruptcy rules or applicable law. Assignor acknowledges and understands, and hereby stipulates, that an order of the Bankruptcy Court may be entered without further notice to Assignor transferring to Assignee the Claim and recognizing the Assignee as the sole owners and holders of the Claim. Assignor further directs each Debtor, the Bankruptcy Court and all other interested parties that all further notices relating to the Claim, and all payments or distributions of money or property in respect of the Claim, shall be delivered or made to the Assignee.

IN WITNESS WHEREOF, this EVIDENCE OF TRANSFER OF CLAIM IS EXECUTED THIS 10th day of March, 2009.

ASSIGNOR:


AUDIOVOX CORPORATION

By: _____
Name:
Title:

ASSIGNEE:

CREDIT SUISSE INTERNATIONAL

By: 
Name: MARISA SCAUZILLO
Title: AUTHORIZED SIGNATORY

By: 
Name: Shui Wong
Title: Authorized Signatory